

UNITED STATES BANKRUPTCY COURT District of Minnesota				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): WAGSTAFF MINNESOTA, INC.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 04-3833751			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 1635 N. REDINGTON ST., HANFORD, CA <div style="text-align: right;">ZIP CODE 93230</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: KINGS COUNTY, CALIFORNIA			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): P.O. BOX 1778 HANFORD, CA <div style="text-align: right;">ZIP CODE 93232</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): See attached list of locations <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Restaurant <input type="checkbox"/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 9 Recognition of a Foreign <input checked="" type="checkbox"/> Chapter 11 Main Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for <input type="checkbox"/> Chapter 13 Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY <i>Received US Bankruptcy Court Dist. of Minn. 4/30/13 2:20pm By Con Alvarez, Clerk of Court Bul Haneses Bldg Deputy Clerk</i>
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): WAGSTAFF MINNESOTA, INC.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached list of affiliated debtors	Case Number:	Date Filed:	
District: District of Minnesota	Relationship: Affiliate	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s)
WAGSTAFF MINNESOTA, INC.**Signatures****Signature(s) of Debtor(s) (Individual/Joined)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7, I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X

/s/ Scott F. Gautier

Signature of Attorney for Debtor(s)

Scott F. Gautier

Printed Name of Attorney for Debtor(s)

Peltzman, Weg & Kempinsky LLP

Firm Name

2029 Century Park East, Suite 31007

Los Angeles, CA 90067

Address

(310) 552-3100

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

/s/ Denman E. Wagstaff

Signature of Authorized Individual

DENMAN E. WAGSTAFF

Printed Name of Authorized Individual

PRESIDENT

Title of Authorized Individual

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

X Address

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):

Wagstaff Minnesota, Inc.

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X 

Signature of Attorney for Debtor(s)

James L. Baillie

Printed Name of Attorney for Debtor(s)

Fredrikson & Byron, P.A.

Firm Name

200 South Sixth Street, Suite 4000

Minneapolis, MN 55402

Address

(612) 492-7013

Telephone Number

04/30/2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Printed Name of Authorized Individual

Title of Authorized Individual

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

ANNEX I

WAGSTAFF MINNESOTA, INC. LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR:

Location	Address	City	State	ZIP
130-Eagan	4585 Erin Ln.	Eagan	MN	55122
132-Main (Hopkins)	1728 Main St.	Hopkins	MN	55343
134-Bloomington	9255 Lyndale Ave.	Bloomington	MN	55420
136-Inver Grove Heights	3220 - 57th St. E.	Inver Grove Heights	MN	55075
137-Apple Valley	7641 150th St. W.	Apple Valley	MN	55124
139-Richfield	220 W. 66th St.	Richfield	MN	55423
145-Suburban	1722 Suburban Ave.	St. Paul	MN	55106
146-Oakdale	7037 10th St.- N.	Oakdale	MN	55128
150-Savage	14165 Highway 13	Savage	MN	55378
155-Burnsville	14150 County Road 5	Burnsville	MN	55337
129-Eden Praire	7995 Glenn Lane	Eden Praire	MN	55344
133-Broadway	1301 W Broadway Ave	Minneapolis	MN	55411
135-Chicago	2918 Chicago	Minneapolis	MN	55407
138-University	1089 University Ave. - W.	St. Paul	MN	55104
141-Brooklyn Park	8025 Brooklyn Blvd.	Brooklyn Park	MN	55445
142-Crystal	6817 Bass Lake Rd.	Crystal	MN	55428
143-Northtown	8770 University Ave. NW.	Coon Rapids	MN	55448
147-Mounds View	2213 Highway 10	St. Paul	MN	55112
152-Edinburgh	8540 Edinburgh Center Dr.	Brooklyn Park	MN	55445
153-Riverdale	3220 124th Ave.- NW.	Coon Rapids	MN	55433
128-Cleveland	740 Cleveland Ave.	St. Paul	MN	55116
131-Rice	1624 Rice St.	St. Paul	MN	55117
140-Beam (Maplewood)	1938 Beam Ave.	St. Paul	MN	55109
144-Robert (W St Paul)	1560 Robert St.- S.	St. Paul	MN	55118
148-Brooklyn Center	5430 Brooklyn Blvd.	Brooklyn Center	MN	55429
149-Rosemount	15010 Claret Ave.	Rosemount	MN	55068
151-Vadnais Heights	930 E. County Road E.	Vadnais Heights	MN	55127
154-Columbia Heights	5060 Central Ave. NE.	Columbia Heights	MN	55421

Annex II

Affiliated Debtors

On the date hereof, each of the affiliated entities listed below also filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Minnesota. Such entities have filed or shortly will file a motion requesting that their Chapter 11 cases be consolidated for procedural purposes only and jointly administered.

Wagstaff Properties Minnesota, LLC	Affiliate
Wagstaff Management Corporation	Affiliate
Wagstaff Properties, LLC	Affiliate
D&D Food Management Inc.	Affiliate
D&D Idaho Foods, Inc.	Affiliate
D&D Property Investments Inc.	Affiliate
Wagstaff Texas, Inc.	Affiliate
Wagstaff Properties Texas, LLC	Affiliate
Wagstaff-Atte Alaska, Inc.	Affiliate
Wagstaff-Atte Alaska, LLC	Affiliate
A D Bakes, Inc.	Affiliate

Debtor: **Wagstaff Minnesota, Inc.**

Case No. (if known):

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

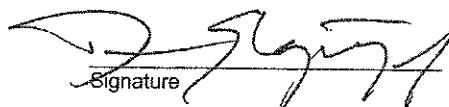
Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
1 McLANE FOODSERVICE DISTRIBUTION, INC. FILE 2721 LOS ANGELES, CA 90074-2721	909-476-6100	Trade		433,674.67
2 UNIFIED FOOD SERVICE PURCHASING COOP, LLC P.O. BOX 32033 LOUISVILLE, KY 40232	502-896-5900	Trade		66,177.40
3 KENTUCKY FRIED CHICKEN 1441 GARDINER LANE LOUISVILLE, KY 40213		Royalties		93,370.10
4 FOURCROWN, INC 7002 6TH ST N OAKDALE, MN 55128	651-714-0030	Trade		29,027.07
5 KFC NATIONAL COUNCIL AND ADVERTISING COOPERATIVE, INC. 1441 GARDINER LANE LOUISVILLE, KY 40213		Advertising		16,664.76
6 FCC COMMERCIAL FURNITURE 8452 OLD HWY 99 NORTH ROSEBURG, OR 97470	800-322-7328 541-440 8210	Trade		14,116.07
7 XCEL ENERGY P.O. BOX 9477 MPLS, MN 55484-9477	800-481-4700 800-311-0050	Trade		13,391.72
8 CENTERPOINT ENERGY P.O. BOX 4671 HOUSTON, TX 77210-4671	612-372-4727	Trade		8,650.72
9 ENGINEERING CONSULTANTS INC 303 S FEDERAL WAY BOISE, ID 83705	208-376-9820	Trade		5,535.00
10 LYNDE ENTERPRISES, INC. THE SNOWPLOWING/LAWNCARE PROFESSIONALS 201 COUNTY ROAD 81 OSSEO, MN 55369	jackie 763-425-5254 763-425-2985	Trade		4,901.59

Debtor: Wagstaff Minnesota, Inc.			Case No. (if known): Chapter 11	
(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
11 HART PROPERTY CONSULTANTS P O BOX 1591 ST CLOUD, MN 56302-1591	320-253-1610 320-253-6551	Trade		4,096.05
12 CROSSTOWN SIGN 16307 ABERDEEN ST. NE HAM LAKE, MN 55304	763-784-7742 763-784-9753	Trade		3,419.25
13 FALCON FABRICATORS P.O. BOX 40252 NASHVILLE, TN 37204	800-883-5555 615-832-0027	Trade		2,816.38
14 GENERAL PARTS, INC., P.O. BOX 9201, MINNEAPOLIS, MN 55480-9201	800-279-9980 800-279-9981	Trade		2,287.13
15 CITY OF BLOOMINGTON-FINANCE DEPARTMENT, 1800 WEST OLD SHAKOPEE ROAD, BLOOMINGTON, MN 55431-3027	952-563-8700 952-563-8789	Trade		2,250.00
16 GERRY'S FIRE & SAFETY INC., P.O. BOX 75, 303-21st STREET, NEWPORT, MN 55055	651-459-1324	Trade		1,847.58
17 GRAINGER, DEPT 855590486, P.O. BOX 419267, KANSAS CITY, MO 64141-6267	763-531-0300	Trade		1,240.59
18 UFPC PARTS CONNECTION, NW 5848, P.O. BOX 1450, MINNEAPOLIS, MN 55485-5848	1-866-570-5893	Trade		1,158.03
19 SHAW INVESTIGATION, P.O. BOX 716, PROVO, UT 84603		Trade		1,120.00
20 POWERHOUSE REPAIR, JOHN M. BEARTH, 107 W. WHEELLOCK PKWY, ST. PAUL, MN 55117	651-488-3795	Trade		1,027.00

I declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 4-30-11


Signature

Denman E. Wagstaff, President
Print Name and Title

United States Bankruptcy Court
District of Minnesota

In re Wagstaff Minnesota, Inc.

Debtor(s)

Case No. _____

Chapter 11

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the President of the company named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief. If additional information becomes known as a result of the ongoing review of the Debtor's books and records, the List will be promptly amended.

Date: April 29, 2011

Signature

Printed Name: Denman E. Wagstaff

Title: President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA**

In re:

Wagstaff Minnesota, Inc.

Case No. _____
Chapter 11 Case

Debtor.

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Denman E. Wagstaff, declare under penalty of perjury that I am the President of Wagstaff Minnesota, Inc., a California corporation and that on April 29, 2011 the following resolution was duly adopted by the Board of Directors of this corporation:

"**WHEREAS**, the Board has determined that it is in the best interests of the Company, its creditors, stockholders and other interested parties for the Company to file a voluntary petition for relief, under chapter 11 of title 11, United States Code (the "Bankruptcy Code"); therefore, it is

RESOLVED, that the Company be, and hereby is, authorized to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code; and it is

RESOLVED, that Denman E. Wagstaff, in his capacity as President of the Company, be and hereby is authorized to:

- a. Execute and verify or certify on behalf of the Company and any and all of its subsidiaries petitions under chapter 11 and to cause the same to be filed in the appropriate United States Bankruptcy Court at such time as he shall determine is appropriate; and
- b. Execute and file, or cause to be executed and filed, all petitions, schedules, lists, statements and other papers, and to take or direct any and all action that he deems necessary, proper, or desirable in connection with the chapter 11 case for the Company or any of its subsidiaries with view toward the successful completion of the case or cases; and
- c. Take or direct all actions, including, without limitation, the retention of counsel, accountants and such other professional persons on such terms and conditions as may be necessary or appropriate, and to exercise all rights, claims, remedies, privileges, and to perform, or cause to be performed, all duties and obligations, as the Company or any of its subsidiaries may have as a debtor under chapter 11 of the Bankruptcy Code and related rules, and to execute and deliver, or cause to be executed and delivered, all instruments, petitions, agreements, certificates and documents in connection therewith, in the name of and on behalf of the Company or any of its subsidiaries, as in his judgment may be necessary or appropriate to carry out the intent and to accomplish the purpose of these resolutions; and it is

RESOLVED, that the Company be, and hereby is, authorized to employ the law firm of Peitzman, Weg & Kempinsky LLP, or such other firm as may be appropriate, to represent the Company as bankruptcy counsel in the chapter 11 case for the Company and its affiliates."

Executed on: April 29, 2011

Signed: 

Denman E. Wagstaff, President

LOCAL RULE REFERENCE: 1008-1

United States Bankruptcy Court
District of Minnesota

In re Wagstaff Minnesota, Inc.

Debtor(s)

Case No. _____

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

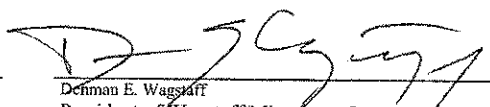
Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned President for Wagstaff Minnesota, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Wagstaff Minnesota, Inc.

☒ None [Check if applicable]

April 29, 2011

Date


Denman E. Wagstaff

President of Wagstaff Minnesota, Inc.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF MINNESOTA

In re:

Wagstaff Minnesota, Inc.
Debtor(s).

SIGNATURE DECLARATION

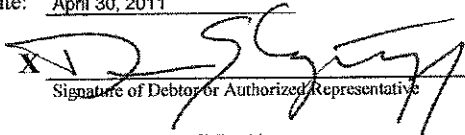
Case No. _____

- ☐ PETITION, SCHEDULES & STATEMENTS
☐ CHAPTER 13 PLAN
☐ SCHEDULES AND STATEMENTS ACCOMPANYING VERIFIED CONVERSION
☐ AMENDMENT TO PETITION, SCHEDULES & STATEMENTS
☐ MODIFIED CHAPTER 13 PLAN
☒ OTHER (Please describe: Partial Chapter 11 Case)

We, the undersigned debtor(s) or authorized representative of the debtor, *make the following declarations under penalty of perjury:*

- The information I have given my attorney and provided in the electronically filed petition, statements, schedules, amendments, and/or chapter 13 plan, as indicated above, is true and correct;
- The information provided in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case is true and correct;
- **[individual debtors only]** If no Social Security Number is included in the "Debtor Information Pages" submitted as a part of the electronic commencement of the above-referenced case, it is because I do not have a Social Security Number;
- I consent to my attorney electronically filing with the United States Bankruptcy Court my petition, statements and schedules, amendments, and/or chapter 13 plan, as indicated above, together with a scanned image of this Signature Declaration and the completed "Debtor Information Pages," if applicable; and
- **[corporate and partnership debtors only]** I have been authorized to file this petition on behalf of the debtor.

Date: April 30, 2011



Signature of Debtor or Authorized Representative

Denman E. Wagstaff, President

Printed Name of Debtor or Authorized Representative

Printed Name of Joint Debtor

Form ERS 1 (Rev. 10/03)

4920301_1.DOC